

EXHIBIT 31

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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SLY MAGAZINE, LLC,

Plaintiff,

vs.

WEIDER PUBLICATIONS L.L.C.,
and AMERICAN MEDIA, INC.,

Defendants.

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DECLARATION OF
ADRIENNE S. RAPS
05 Civ. 3940 (CM)

ADRIENNE S. RAPS hereby declares, under penalty of perjury pursuant to 28 U.S.C. § 1746, as follows:

1. I am an Associate Attorney in The Bostany Law Firm and I respectfully submit this 4 part declaration outlining the Adoption of Plaintiff SLY Magazine LLC's Magazine, Advertisements and Promotions, Sales, and Plaintiff's Plans for a Print Version of its SLY magazine.

Adoption and Use

2. Annexed as **Exhibit 1** is a printout from tucows website featuring the "Who Is" information for slymagazine.com evidencing creation of the domain name on June 30, 2003.
3. Annexed as **Exhibit 2** are Winter 2003 drafts of portions of the

magazine.

4. Annexed as **Exhibit 3** is a printout of Plaintiff's website which was live on the internet on at least as early as February 28, 2004.
5. Annexed as **Exhibit 4** are SLY magazine mock-ups created in March and June of 2004.
6. Annexed as **Exhibit 5** is a May 28, 2004 invoice to renew the SLY magazine domain name.
7. Annexed as **Exhibit 6** and **Exhibit 7** is the identifying testimony and a copy of the cover and first page of Plaintiff's magazine, hard copies of which were distributed in glossy color format at a Las Vegas Summer 2004 magic show and at New York's Fall 2004 Fashion Week. **Exhibit 8** is an August 16, 2004 receipt for the printing of this.
8. The testimony identifying Plaintiff's 3 year business plan and the plan itself dated August 22, 2004 are annexed as **Exhibit 9** and **Exhibit 10**.
9. Annexed as **Exhibit 11** is Plaintiff's signed contract dated October 22, 2004, with Enflyer, an email-based marketing company to advertise and disseminate invitations for Plaintiff's launch party.
10. Annexed as **Exhibit 12** are invoices dated August 26, 2004 and September 17, 2004 for the design of Plaintiff's SLY magazine website.
11. Invoices for models, photographers, stylists, and other photo shoot related expenses dated January 24, 2004 through October 31, 2004 are annexed as **Exhibit 13**.

12. On November 1, 2004, the magazine launched and a party was held on November 4, 2004 at the Coral Room in New York City. Annexed as **Exhibit 14** is an invitation dated November 4, 2004, **Exhibit 15** is an analysis of the invitees that viewed the invitation, and **Exhibit 16** is a contract for Plaintiff's SLY magazine launch party.
13. Annexed as **Exhibit 17** is the Plaintiff's November 2004 magazine.
14. Annexed as **Exhibit 18** is Plaintiff's February 2005 magazine.
15. Annexed as **Exhibit 19** and **Exhibit 20** is the identifying testimony and pictorial SLY card containing a portion of the SLY story that was also handed out at events in Fall 2005.
16. Annexed as Exhibit A to Ruby Charles' Declaration, August 8, 2007, is a copy of the December 2006 magazine. Annexed as Exhibit J to Ruby Charles' Declaration, August 8, 2007 is a prototype of the print version of the magazine, scheduled to be printed in Fall 2007. See R. Charles Declaration, August 8, 2007, ¶ 9.

Advertisements and Promotions

17. I have reviewed the advertisements, events, as well as invoices and estimates undertaken by Plaintiff to promote its SLY magazine exchanged with defense counsel.
18. Annexed as **Exhibit 21** and **Exhibit 22** are the details and invitation for Plaintiff's SLY showroom shoe sale which took place on Friday, September 9, 2005.
19. Annexed as **Exhibit 23** is a printout, dated September 21, 2005, from

NYC FootCare's website with a picture of Plaintiff's SLY magazine.

20. Annexed as **Exhibit 24** is Bacon's New York Publicity Outlets 2005 directory listing Plaintiff's SLY magazine.
21. Annexed as **Exhibit 25** are testimonials from individuals in the industry praising Plaintiff's magazine.
22. Annexed as **Exhibit 26** are invitations addressed to the Plaintiff for industry events.
23. Consumers are familiar with Plaintiff's magazine. Annexed as **Exhibit 27** are Plaintiff's customers' website feedback surveys dated from November 4, 2004 through November 25, 2005.

Sales

24. Annexed as **Exhibit 28** are 81 subscriptions to Plaintiff's SLY magazine dated between March 16, 2005 and August 5, 2005.

Plans to Print

25. Plaintiff had always planned to expand the magazine into a print version. Annexed as **Exhibit 29** is the relevant portion of Jason Gerdes' Deposition. Annexed as **Exhibit 30** is the relevant portion of Beagy Zielinski's Deposition.
26. Annexed as Exhibit G, Exhibit H, and Exhibit I to Ruby Charles' August 8, 2007 Declaration are estimates requested by Plaintiff for printing and distribution of SLY magazine. Annexed as **Exhibit 31** is the relevant portion of the Deposition of SLY Magazine, LLC member, Dan Danquah.

27. Once the magazine was printed, Plaintiff was preparing for distribution of the print version. Annexed as **Exhibit 32** is the relevant portion of Dan Danquah's Deposition.
28. Plaintiff also requested and received a July 22, 2004 postage estimate from Neopost, a mailing product company for mail distribution of SLY magazine. See **Exhibit 33**.
29. Plaintiff's plan was to expand upon its efforts from the online magazine to create a print version that would include more information than that which was available online. Annexed as **Exhibit 34** is the relevant portion of Ruby Charles' Deposition.
30. The Plaintiff delayed publication of this print version due to the pendency of the ruling concerning SLY. Annexed as **Exhibit 35** is the relevant portion of Alexandra Charles' Deposition. Annexed as **Exhibit 36** is the relevant portion of Jason Gerdes' Deposition. The scheduled date is now Fall 2007. See R. Charles Declaration, August 8, 2007, ¶ 9.

Accordingly, it is respectfully submitted that Plaintiff is the senior user of the SLY mark.

Dated: New York, New York
August 8, 2007

A handwritten signature in black ink, appearing to read 'Adrienne S. Raps', written over a horizontal line.

By: Adrienne S. Raps